

RECORDATION NO. 24685 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

NOV 05 '03 3-17 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 5, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amended and Restated Schedule #1 to Per Diem Agreement, dated as of September 15, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062
Lessee:	Mississippi Railroad Co. 1318 S. Johanson Road Peoria, Illinois 62062

Mr. Vernon A. Williams
November 5, 2003
Page 2

A description of the railroad equipment covered by the enclosed document
is:

15 boxcars: GNWR 98000 - GNWR 98011 and GNWR 98019 - GNWR
98021.

A short summary of the document to appear in the index is:

Memorandum of Amended and Restated Schedule #1 to Per Diem
Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF AMENDED AND RESTATED SCHEDULE #1 TO PER DIEM
RENT AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

MISSISSIPPI RAILROAD CO.

as Lessee

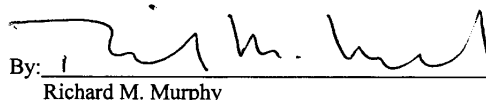
MEMORANDUM OF AMENDED AND RESTATED SCHEDULE #1 TO PER DIEM RENT AGREEMENT

THIS MEMORANDUM OF AMENDED AND RESTATED SCHEDULE #1 TO PER DIEM RENT AGREEMENT is effective as of September 15, 2003, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and MISSISSIPPI RAILROAD CO., a Mississippi Corporation ("Lessee"), with reference to the following:

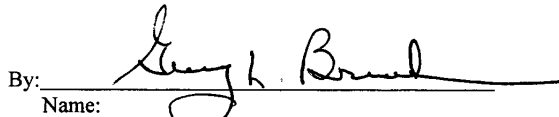
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Amended and Restated Schedule #1 dated September 15, 2003 between Lessor and Lessee to the Per Diem Rent Agreement dated as of September 15, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Amended and Restated Schedule #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Amended and Restated Schedule #1 to Per Diem Rent Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

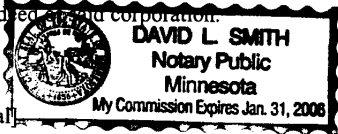
By: 
Richard M. Murphy
President & CEO

MISSISSIPPI CENTRAL RAILROAD CO.

By: 
Name:
Title:

STATE OF Minnesota, CITY OF Elk River, TO WIT:

On this 27 day of October, 2003 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on October 27, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

David L. Smith
Notary Public

My commission expires: 1-31-06

STATE OF Illinois, CITY OF Peoria, TO WIT:

On this 27th day of October, 2003 before me appeared, Guy L. Brenkman, to me personally known, who being by me duly sworn, says that he is a President, of MISSISSIPPI CENTRAL RAILROAD CO., a Mississippi Corporation, that said instrument was signed and sealed on October 22, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Scott L. Isonhart
Notary Public

My commission expires:

DESCRIPTION OF RAILCARS

Fifteen (15) 60' 100-ton Used Boxcars with the following reporting following marks:

**GNWR 98000 – 98011, inclusive and
GNWR 98019 – 98021, inclusive**

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Amended and Restated Schedule #1 to Per Diem Rent Agreement is a true and complete copy of said Memorandum of Amended and Restated Schedule #1 to Per Diem Rent Agreement.

WITNESS my hand and seal this 4th day of November, 2003.

Dorothy J. Hampton
Notary Public

